

Robert J. Feinstein, Esq.  
Bradford J. Sandler, Esq.  
Beth E. Levine, Esq.  
PACHULSKI STANG ZIEHL & JONES LLP  
780 Third Avenue, 34<sup>th</sup> Floor  
New York, New York 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777

*Counsel to the Plan Administrator*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>RUNWAY LIQUIDATION</b>	:	<b>Case No. 17-10466 (SCC)</b>
<b>HOLDINGS, LLC, et al.,<sup>1</sup></b>	:	
	:	<b>Jointly Administered</b>
<b>Debtors.</b>	:	
	-----X	

**CERTIFICATION OF COUNSEL REGARDING THE PLAN ADMINISTRATOR’S  
SIXTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS  
(AMENDED, NO LIABILITY, REDUCE, RECLASSIFY AND RECLASSIFY/REDUCE)**

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), and in accordance with the case management procedures set forth in the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 90] (the “Case Management Order”), the undersigned hereby certifies as follows:

1. On July 16, 2018, counsel to David MacGreevey, in his capacity as the Plan Administrator, filed the *Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims (Amended, No Liability, Reduce, Reclassify and Reclassify/Reduce)*

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<sup>1</sup> A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number include: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).

[Docket No. 930] (the “Sixteenth Omnibus Objection”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

2. The Case Management Order provides that where no objection to a request for relief is filed, the movant may submit a proposed order granting such request for relief to the Court along with a certificate of no objection stating that no objection has been filed or served on the movant.

3. The undersigned counsel hereby certifies that, as of the date hereof, she has reviewed the docket in this case and the following three responses (“Responses”) were filed:

- *Response to Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims (Amended, No Liability, Reduce, Reclassify and Reclassify/Reduce)* [Docket No. 952] was filed by Rolls-Royce plc with respect to Claim No. 802;
- *Response to Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims (Amended, No Liability, Reduce, Reclassify and Reclassify/Reduce)* [Docket No. 954] filed by the City of Philadelphia with respect to Claim No. 133; and
- *Response of the Connecticut Department of Revenue Services to the Plan Administrator’s Response to Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims* [Docket No. 955].

4. The undersigned counsel further certifies that the Sixteenth Omnibus Objection has been continued to October 9, 2018 at 2:00 p.m. with respect to the following Responses. *See Notice of Continuance* [Docket No. 989]:

- a. CT- DEPT OF REVENUE SVCS. - Proof of Claim No. 625.
- b. PA- CITY OF PHILADELPHIA SCHOOL DISTRICT – Proof of Claim No. 133.

5. The undersigned counsel further certifies that the Sixteenth Omnibus Objection has been continued to October 9, 2018 at 2:00 p.m. with respect to the following Claims with respect to which the Plan Administrator has received informal responses:

- a. AVALON NORTH LLC - Proof of Claim No. 938;

- b. BILTMORE SHOPPING CENTER PARTNERS LLC - Proof of Claim No. 941;
- c. CITY PLACE RETAIL LLC - Proof of Claim No. 939;
- d. FASHION OUTLETS OF CHICAGO LLC - Proof of Claim No. 943
- e. FORBES COHEN FLORIDA PROPERTIES LP - Proof of Claim No. 935;
- f. JOHN R. AMES TAX COLLECTOR – Proof of Claim No. 50143.
- g. MACERICH NIAGRA LLC - Proof of Claim No. 926;
- h. MACERICH SMP LP (SANTA MONICA PLACE) - Proof of Claim No. 1140;
- i. MACERICH WESTSIDE PAVILIAN - Proof of Claim No. 930;
- j. MACERICH WESTSIDE PAVILION - Proof of Claim No. 929;
- k. SCOTTSDALE FASHION SQUARE LLC - Proof of Claim No. 1137; and
- l. TWC TUCSON LLC (LA ENCANTADA) - Proof of Claim No. 925.

*See Notice of Continuance* [Docket No. 989] and *Supplemental Notice of Continuance* [Docket No. 990].

6. Undersigned counsel further certifies that no other answer, objection, or other response to the Sixteenth Omnibus Objection appears on the docket and no other informal response has been received.

8. Accordingly, the undersigned respectfully requests that the Court enter the order attached hereto as **Exhibit A** in accordance with the procedures described in the Case Management Order.

Dated: September 11, 2018

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Beth E. Levine*

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Robert J. Feinstein, Esq.

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Telephone: (212) 561-7700

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**EXHIBIT A**

**Proposed Order**

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**UNITED STATES BANKRUPTCY COURT  
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In re	:	Chapter 11
	:	
RUNWAY LIQUIDATION	:	Case No. 17-10466 (SCC)
HOLDINGS, LLC, et al., <sup>1</sup>	:	
	:	Jointly Administered
Debtors.	:	
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**FIRST SUPPLEMENTAL ORDER GRANTING PLAN ADMINISTRATOR’S  
SIXTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS  
(AMENDED, NO LIABILITY, REDUCE, RECLASSIFY AND RECLASSIFY/REDUCE)**

Upon the objection (the “Objection”)<sup>2</sup> of the Plan Administrator for entry of an order (this “Order”) disallowing and expunging or modifying the claim identified on **Schedule 1**, (the “Disputed Claim”) pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and the Objection Procedures, all as more fully set forth in the Objection; and upon the Boken Declaration; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated December 1, 2016, and the Court

<sup>1</sup> A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number include: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of the Post-Effective Date Debtors, creditors, and other parties in interest; and the Court having found that the Plan Administrator provided appropriate notice of the Objection and the opportunity for a hearing on the Objection under the circumstances; and the Court having reviewed the Objection; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained to the extent set forth herein.
2. The Claim identified on **Schedule 1** attached hereto is hereby modified in amount as identified in the column entitled “Modified Total” on **Schedule 1** attached hereto.
3. Donlin Recano, the Debtors’ noticing and claims agent, is authorized to update the Claims Register to reflect the relief granted in this Order.
4. Entry of this Order is without prejudice to the Plan Administrator’s right to object to any other Claims in these chapter 11 cases or to further object to the Disputed Claim (to the extent it is not disallowed and expunged pursuant to this Order) on any grounds whatsoever, at a later date.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2018

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THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE



## **SCHEDULE 1**

Schedule 1

ORDER GRANTING 16th OMNIBUS OBJECTION - REDUCED CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Modified Amount						Basis for Modification
				Secured	Admin	503(b)(9)	Priority	Unsecured		Secured	Administrative	503(b) (9)	Priority	Unsecured	Modified Total	
ROLLS ROYCE PLC BARNES AND THORNBURG LLP MICHAEL K MCCRORY 11 S MERIDIAN ST INDIANAPOLIS IN 46204	BCBG MAX AZRIA GROUP, LLC	6/7/2017	802	\$ -	\$ -	\$ -	\$ -	\$ 106,765.00	\$ 106,765.00	\$ -	\$ -	\$ -	\$ -	\$ 67,617.83	\$ 67,617.83	Reduced per agreement with Counsel.